

EXHIBIT A

STATEMENT OF WORK

1. In accordance with the Agreement that incorporates this Scope of Work, Contractor agrees to operate a Supplier Clearinghouse (Clearinghouse) of woman-, minority- and disabled veteran-owned suppliers for utilities (Utilities) subject to the California Public Utilities Commission's (CPUC) General Order (GO) 156, as authorized by, Decision No. 06-08-031. The following entities comprise the Utilities:
 - a. Verizon California
 - b. AT&T
 - c. Pacific Gas and Electric Company
 - d. Southern California Gas Company
 - e. Southwest Gas Corporation
 - f. Citizens Communications
 - g. SureWest
 - h. Sprint Communications Company
 - i. Sierra Pacific Power Company
 - j. Pacific Power and Light Company
 - k. Southern California Edison Company
 - l. San Diego Gas and Electric Company

Each of the Utilities will appoint a Contract Manager to undertake the responsibilities described herein.

The following Utilities comprise the Joint Utilities (JU):

- a. Verizon California
 - b. AT&T
 - c. Pacific Gas and Electric Company
 - d. Southern California Gas Company and San Diego Gas and Electric Company
 - e. Southern California Edison Company
 - f. A Representative for the remaining utilities, to be designated annually commencing on or about February 1, 2007 by the remaining Utilities.
2. The Utilities intend that the data warehouse for the Clearinghouse (System) will reside at the CPUC and be accessed via the Web. At a time determined by the CPUC, the Contractor shall provide all data from the vendor that is required by the CPUC for the data base, as advised by the CPUC from time to time.
3. All Utilities shall have access to all non-confidential data in the System and any information provided by women-, minority-, and disabled veteran-owned suppliers to the Clearinghouse. The Contractor shall adhere to the existing standard of access to confidential data, which shall remain in effect until revised by the CPUC.
4. The Contractor shall track the revenue that may be provided by each WMBE applicant and provide such revenue-related data to any Utility subject to mandatory or voluntary GO 156 reporting requirements when requested by that Utility, to the extent necessary to allow Utilities to timely comply with reporting requirements set forth in GO 156 and other Commission Orders.
5. The Services shall be provided during mutually agreed upon working hours.
6. The project representatives during the term of this Agreement will be:

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Agency: Joint Utilities	Contractor: Asian, Inc.
Name: Joseph Alderete	Name: Michael Chan, President
Phone: (626) 302-4892	Phone: (415) 928-5910
Fax: (626-302-4410	Fax: (415) 921-0182

Direct all inquiries to:

Joint Utilities	Contractor: Asian, Inc.
Section/Unit: Supplier Diversity	Section/Unit: Supplier Clearinghouse
Attention: Joseph Alderete	Attention: David Moulton, Project Director
Address: 2244 Walnut Grove Avenue Rosemead, CA 91770	Address: 1670 Pine Street San Francisco, CA 94109
Phone: (626) 302-4892	Phone: (415) 928-6892
Fax: (626) 302-4410	Fax: (415) 921-0182

7. Contractor will perform and document the following procedures (Services) on an ongoing basis as determined to be necessary by the JU and the JU project representative:

7-A VERIFY SUPPLIERS

- A-1) New Applications
- A-2) Comparable Agency Verifications
- A-3) Reverifications
- A-4) Protests

A. Verify Suppliers

There may be a new Clearinghouse System, which may result in modification or automation of some of the procedures described below. The JU project representative or designee will notify the Contractor of all such changes upon contract award and as they occur. Any procedural change as a result of the new system will have a negligible impact on the workload performed.

Clearinghouse forms and instructions referenced herein are subject to change and may differ significantly in layout and content upon contract award or thereafter as decided by the JU project representative or designee and the CPUC or designee, and as approved by the CPUC or designee.

A-1) New Applications

To be verified by the Clearinghouse, applicants must submit an application form and required documents as indicated in the instructions. A verification application package (VAP) refers to the combined form and documents as submitted by an applicant. A complete VAP is one wherein the form contains all necessary information and all required documents are present.

Upon receipt of a VAP, the Contractor will:

- a. Determine whether the applicant is already listed in the Clearinghouse System. If the applicant is listed and:

1. Was denied Clearinghouse certification less than 11 months prior, return all submitted materials by mail with a letter indicating ineligibility to reapply until 12

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months following the prior denial.

2. Was denied Clearinghouse certification more than 11 but less than 12 months prior, retain all submitted materials and mail the applicant a letter indicating the application will be processed after the twelfth month has elapsed.
 3. Has Clearinghouse certification which expired within the previous 12 months or will expire in less than 30 days, process the application as a reverification.
 4. Has a Clearinghouse application actively on file, combine any newly submitted material or information with the existing record.
 5. Is otherwise currently certified, return all submitted materials by mail with a letter indicating status.
- b. Examine the VAP for completeness. If the VAP was submitted with:
1. Less than four of the required documents, return all submitted materials by mail with a cover letter requesting resubmittal.
 2. At least four of the required documents, but remains incomplete:
 - Mail a letter to the applicant requesting the missing information.
 - Mail the applicant up to two nonresponse reminders at monthly intervals.
 - Place at least two telephone calls to offer and provide the applicant any necessary assistance with the application process.
- c. Examine a complete VAP to ensure internal consistency, accuracy and conformity with eligibility standards in GO 156 sections 1.3.2 and 1.3.3.
- d. If additional information is needed to ascertain eligibility:
1. Mail a letter to the applicant requesting supplemental documents and up to two nonresponse reminders at monthly intervals if necessary.
 2. Conduct one or more telephone interviews with the applicant if necessary.
- e. Conduct one or more site visits if any of the following criteria is met:
1. The applicant reports revenues in excess of ten million dollars.
 2. Review of the submitted documents does not definitively prove eligibility or raises doubt about applicant veracity.
 3. One or more known parties have made reasonable allegations regarding applicant eligibility.
- f. If a site visit is necessary:
1. Schedule an audit with the firm's principals at the earliest possible date based upon supplier availability, geographic proximity and utility priority.
 2. Conduct interviews with the principals and key personnel to resolve questions of ownership, control and operation of the firm.
 3. Determine percent of ownership, percent of corporate stock owned, distribution of profits, corporate securities held and extent to which contribution of capital or expertise to acquire interest in business is real or substantial.
 4. Verify that management and control by the applicant is based on:

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- Extent to which the company operates as independent business.
 - Major, day-to-day decision-making responsibilities in business matters of policy, management and operations.
 - Management or technical skills and/or educational experience.
 - Position as full-time manager and responsibility for supervision, control and direction of the business and its officers.
 - Control by the Board of Directors and corporate legal status in California.
5. Prepare a site visit report including at a minimum:
- Introductory information identifying the applicant and indicating any internal case number.
 - A synopsis of Clearinghouse contact with the applicant to date and the factors warranting a site visit.
 - All questions posed by and to the Contractor and responses given.
 - Pertinent observations.
 - Conclusions regarding Clearinghouse eligibility.
- g. Determine whether an applicant is verified as a woman and/or minority-owned supplier or denied certification.
1. If verified, issue the appropriate certification and mail to the applicant with a congratulatory letter.
 2. If denied, send a letter to the applicant via certified mail containing:
 - A detailed explanation for the denial, documenting all facts in substantiation of the determination
 - Copies of any site visit reports.
 - A notice of ineligibility to reapply for certification until 12 months following the date of the denial letter.
 - Information on how to protest the determination.
- h. Presumptively deny any applicant who is nonresponsive for 90 days or more or unwilling to schedule a site visit three or more times, mailing a letter to the applicant documenting the reason for denial and dates of attempted contact.

A-2) Comparable Agency Verifications

The Clearinghouse shall recognize certifications from National Minority Supplier Development Council and affiliates, Women's Business Enterprise National Council and affiliates, and U.S. Small Business Administration (SBA) 8a & SDB Programs, which are certifying agencies previously identified by the CPUC as having comparable verification criteria. An applicant submitting a VAP form with a certificate from one of these agencies (other than the SBA) may be certified by the Clearinghouse for up to one year or until the expiration date on the original certificate, whichever is less; SBA certifications are valid until expiration.. Applicants are permitted to use the comparable agency verification (CAV) process only once.

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The JU and JU project representative and the CPUC or designee reserve the right to request or perform review of any verification.

Upon receipt of an application submitted with a CAV certificate, the Contractor will:

- a. Determine whether the applicant is already listed in the Clearinghouse system. If the applicant:
 1. was previously certified by the Clearinghouse through the CAV process, follow the procedures identified under NEW APPLICATIONS, returning the certificate with a letter indicating the one-time availability of the process.
 2. was denied certification less than 11 months prior, return all submitted materials with a letter indicating applicant ineligibility to reapply until 12 months following the date of the denial.
 3. was denied certification more than 11 but less than 12 months prior, retain all submitted materials and mail the applicant a letter indicating the application will be processed after the twelfth month has elapsed.
 4. has an active Clearinghouse application on file with significant and unresolved issues, return the submitted materials with a letter indicating unavailability of the CAV process.
- b. If name, business or address on the VAP differs from the information printed on the CAV certificate, return all submitted materials with a letter indicating the discrepancies and requesting resubmittal, sending up to two nonresponse reminders at monthly intervals if necessary.
- c. Contact the original verifying agency to confirm the certification. If the certification is:
 1. confirmed, issue the appropriate Clearinghouse certification and mail to the applicant with a congratulatory letter.
 2. not confirmed, send a letter to the applicant via certified mail indicating the reason for the denial and including information on how to protest the determination.
- d. If any Contract Manager or designee or the CPUC or designee requests review of a particular CAV, Contractor shall:
 1. Follow the procedures identified under NEW APPLICATIONS, items d – f. If the applicant is:
 - verified, Contactor shall issue and mail the appropriate certification to the applicant with a congratulatory letter.
 - recommended for denial, Contractor shall forward a copy of the file to the Contract Manager or designee or the CPUC or designee with a letter identifying the applicant, summarizing findings to date, responding to any Utility questions or concerns and documenting all facts which substantiate a recommendation for denial.
 2. If informed by the CPUC or designee that the applicant is verified, issue the appropriate Clearinghouse certification and mail to the applicant with a congratulatory letter.
 3. If informed by the CPUC or designee that the applicant is denied, send a letter to the applicant via certified mail containing:

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- A detailed explanation for the denial, documenting all facts in substantiation of the determination.
- Copies of any site visit reports.
- Notice of ineligibility to reapply for certification until 12 months following the date of the denial letter.
- Information on how to protest the determination.

A-3) Reverifications

To remain actively listed with the Clearinghouse beyond the expiration date listed on its certification, a woman- and/or minority-owned supplier must apply to be reverified. A reverification application package (RAP) refers to the RAP form and required documents as submitted by an applicant. A complete RAP is one wherein the form contains all necessary information and all required documents are present.

The Contractor will:

- a. each month, use the Clearinghouse System to identify woman- and minority-owned suppliers whose certifications will expire within 90 days.
- b. each month, mail each identified supplier a RAP and up to two nonresponse reminders 60 and 30 days before expiration of their Clearinghouse certification if necessary.
- c. respond to questions from suppliers concerning the reapplication process, placing at least two telephone calls to offer and provide any necessary assistance with the reapplication process.
- d. upon receipt of an incomplete RAP, mail a letter to the supplier requesting the missing information and up to two nonresponse reminders at monthly intervals if necessary.
- e. Upon receipt of a RAP with a CAV certificate, if the applicant:
 - Was previously certified by the Clearinghouse through the CAV process, mail the applicant a letter indicating the one-time availability of the CAV process and requesting any information necessary to continue processing the application.
 - Has not previously submitted a CAV certificate, process the application following the procedures identified under CAV process.
- f. Upon receipt of a complete RAP, Contractor shall:
 - ensure its internal consistency, accuracy and conformity with eligibility standards.
 - compare it with the supplier information on file, noting any changes or significant discrepancies.
 - note any additional information supplied beyond that presented in initial VAP, particularly changes in work codes.
- g. Conduct any necessary site visits, adhering to criteria and procedures identified under NEW

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APPLICATIONS items e-f.

h. Determine whether the supplier is reverified or denied recertification. If the applicant is:

1. reverified, issue and mail the appropriate Clearinghouse certification to the applicant with a congratulatory letter.
2. denied, send a letter to the applicant via certified mail containing:
 - A detailed explanation for the denial, documenting all facts in substantiation of the determination
 - Copies of any site visit reports.
 - Notice of ineligibility to reapply for Clearinghouse certification until 12 months following the date of the denial letter.
 - Information on how to protest the determination.

i. Presumptively deny any applicant who is nonresponsive for 90 days or more or unwilling to schedule site visit three or more times, and shall mail a letter explaining the reason for denial and indicating dates of attempted contact.

A-4) Protests

An applicant denied certification or recertification as a woman- and/or minority-owned supplier, or a third party, may submit a written protest to the Clearinghouse within 14 days of the determination.

a. Upon receipt of a timely protest, the Contractor will:

1. Send a letter to the applicant confirming receipt of protest.
2. Send a letter to the CPUC or designee providing applicant name and contact information and indicating the basis for the protest.

Direct all inquiries to:

CPUC Staff
Unit: Utility Supplier Diversity Programs
Address: 505 Van Ness Avenue San Francisco, CA 94102-3298
Phone: (415) 703-4112
Fax: (415) 703-3411

3. Review the initial Clearinghouse determination and request additional information if necessary, following the procedures identified under NEW APPLICATIONS, items d-f.

b. If applicant is verified or reverified as woman- and/or minority-owned supplier, Contractor shall:

1. Issue the appropriate Clearinghouse certification and mail to the applicant with a congratulatory letter.
2. Send a letter to the CPUC or designee explaining and substantiating the reversal of the initial determination.

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- c. If applicant remains denied, send applicant letter via certified mail providing:
1. Detailed explanation for denial and enclosing any site visit report.
 2. Notice that applicant cannot reapply for Clearinghouse certification until 12 months following original denial, indicating date.
 3. Information on how to appeal the Contractor's decision to the CPUC.
 4. The CPUC shall have final jurisdiction on any appeal after a final decision has been rendered by Contractor.
- d. The Contractor shall participate in appeals to the CPUC as requested by the CPUC.

7-B PROVIDE INFORMATION

- B-1) Applicant Assistance
- B-2) Primary Office
- B-3) Work Papers
- B-4) Toll-Free Hotline
- B-5) Informational Literature
- B-6) Web Preference
- B-7) Public Meetings
- B-8) Clearinghouse System
- B-9) Training
- B-10) Knowledge Transfer

B. Provide Information

B-1) Applicant Assistance

Upon receipt of requests from a prospective applicant or upon referral by a Utility, the Contractor will mail a VAP form, instructions and any other appropriate information. If contact information is provided or otherwise readily available, the Contractor will place at least two telephone calls to prospective applicants, offering assistance with the application process.

B-2) Primary Office

The Contractor will lease, maintain and staff at least one Clearinghouse office within reasonable same-workday, return-trip driving proximity to CPUC headquarters at 505 Van Ness Avenue in San Francisco, open to the public from Monday through Friday, 8:00 A.M. to 5:00 P.M. Pacific Time. This office will be the primary worksite for Contractor project staff and the repository for all Clearinghouse work papers. The Contractor may close Clearinghouse offices only on holidays observed by the State.

The Contractor will ensure sufficient staffing for the presence of a decision maker and full coverage of a reception area during all hours of operation. Reception area staff supplied by the Contractor will provide Clearinghouse information and application forms and assistance requested by walk-in traffic. The Contractor will ensure sufficient staffing to meet the timelines listed in Section D-2 Verifications.

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B-3) Work Papers

The Contractor will store and maintain in a secure environment indexed, tabbed and organized folders on each Clearinghouse applicant, containing at a minimum a copy of the original application and any reapplication, all submitted documentation, and any subsequent correspondence, whether internal or external.

The Contractor will also maintain indexed files of all other contract-related literature, correspondence and documents of note, whether hardcopy or electronic, and make such records available upon request of the JU project representative or designee and/or the CPUC or its designee, and upon termination of the contract.

The JU project representative or designee and/or the CPUC or its designee, may review and/or audit any or all Clearinghouse files during the hours of operation identified under the preceding Section B-2 (PRIMARY OFFICE).

All workpapers and information either hard-copy or electronic, maintained by the Contractor, shall be subject to the provisions in section B-11 below.

B-4) Toll-Free Hotline

The Contractor will operate a toll-free hotline during the hours of operation identified under PRIMARY OFFICE, which shall provide Clearinghouse information to callers from the public, the Program and participating Utilities upon request. At all other hours, the Contractor will make voicemail available at the same telephone number.

B-5) Informational Literature

As need arises or as directed by the JU project representative or designee and/or the CPUC or designee, and as approved by the CPUC or designee, the Contractor will develop, modify and/or distribute Clearinghouse forms, instructions and informational literature. The Contractor will ensure an adequate stock of these materials is available at all times, submitting original or substantively modified materials to the JU project representative or designee for review and approval prior to duplication.

B-6) Web Preference

The Contractor will create and maintain a Clearinghouse homepage locatable through standard Web search engines; Contractor shall obtain prior approval of design and content and all subsequent modifications from the JU project representative or designee and/or the CPUC or designee, and as approved by the CPUC or designee. The Web page must be exclusively devoted to Clearinghouse information, including at a minimum origin and role of the Clearinghouse, benefits of certification, application forms and instructions, contact information and link to the Program homepage.

B-7) Public Meetings

Upon request by the JU project representative and/or the CPUC or designee, the Contractor will make presentations and participate in public meetings at the hourly rate charged to implement program modifications.

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B-8) Clearinghouse System

The Contractor will access and use the newly designed Clearinghouse system via a standard Web browser with logon identification and password. The Clearinghouse system will be used to enter and modify applicant and supplier information, generate and send hardcopy and electronic correspondence, create data reports as requested by the participating Utilities and/or the CPUC, and search records.

B-9) Training

Upon request or following each substantive upgrade to the new Clearinghouse system, the Contractor will offer and conduct training for procurement staff of participating Utilities on how to use the system to search for diverse suppliers. Training must be scheduled at a location and time convenient to the Utility staff.

The Contractor will ensure the training location is adequately and reasonably equipped for transmitting the specified information. Instructional content and any training manuals will be provided by the Contractor after approval by the JU and/or the CPUC. The Contractor will anticipate any need to restock, and is responsible for all reproduction costs.

B-10) Knowledge Transfer

Upon termination of the awarded contract and at no additional cost to the Utilities the Contractor will conduct knowledge transfer in a timely manner to the JU, the CPUC, and any new Contractor. At least two months prior to contract end, the Contractor will submit for approval to the JU project representative or designee a proposed schedule, describing in detail how the Contractor will accomplish complete knowledge transfer by the contract end date.

The Contractor will incorporate and implement any modifications made by the JU project representative or designee, or the CPUC. Knowledge transfer includes, but is not limited to, providing detailed documentation of all Clearinghouse business practices and business contacts accrued during the life of the contract and the secure transfer of electronic and hardcopy work papers.

B-11) Information Security and Integrity

The Contractor shall:

Conduct periodic training, and maintain an appropriate legal reference library, to ensure that individuals with access to confidential information have easy access to relevant Constitutional provisions (*e.g.*, California Constitution, article 1, section 1); statutes (*e.g.*, Civil Code section 1798 *et seq.*); regulations (*e.g.*, State Administrative Manual sections 4840-4845); Executive Orders' Budget Letters (*e.g.* Budget Letter 04-35, dated November 16, 2004); Department of General Services Management Memos, including MM 06-12; this contract; and any other policies, procedures, or other guidance provided by the Commission.

Maintain appropriate levels of confidentiality for data developed and/or maintained during the course of the contract, based on data classification, as outlined in the State Administrative Manual section 4841.3, and in accord with the policies and procedures established by the Commission;

Comply with standards, polices, and procedures developed or imposed by the Commission for the transmission and storage of the data, including any requirements for the encryption of confidential personal information;

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Comply with all State laws, policies and procedures, and Commission orders, policies and procedures regarding the confidentiality of personal and sensitive information resources and data. The Contractor and Utilities shall take all steps necessary to educate their employees of such laws, policies and procedures.

Comply with all Commission policies and procedures regarding the use of information resources and data obtained, developed, or maintained during implementation of the Contract;

Disclose confidential information only to the extent permitted by the Civil Code and as directed by the Commission (e.g., Civil Code section 1798.24 (b) permits disclosure of personal information, as defined in section 1798.3, with the written consent of the individual to whom the information pertains, and section 1798.24 (e) permits disclosure to a person, or to another agency, where the transfer is necessary for the transferee agency to perform its constitutional or statutory duties, and the use is compatible with a purpose for which the information was collected and the use or transfer is accounted for in accordance with section 1798.25; since public utilities subject to GO 156 have an obligation to comply with the orders of the Commission, and the statutory provisions (Public Utilities Code sections 8281-8286, careful and limited disclosure of certain personal information to utilities during implementation of this Contract would not violate the Information Practices Act or other Civil Code provision, and as directed by the commission when appropriate.

Apply security patches and upgrades, and keep anti-virus, anti-“spyware” and anti-“phishing” software up-to-date on all systems on which data may be used or maintained;

Require each and every principal, officer, or employee that will have access to confidential personal information to sign a detailed confidentiality agreement (in a form approved by the Commission) that ensures that the individual understands and agrees to fully comply with all laws, policies, and procedures for preserving the integrity and security of data obtained, developed, and maintained during the course of the Contract, and to continue to abide with the agreement even after the individual ceases to be a principal, officer, or employee of the contractor; confidentiality agreements must be signed before an individual begins working on the contract, and periodically thereafter;

Agree to notify the State data owner (the Commission) promptly if a security incident involving the data is known to have occurred, or is reasonably believed to have occurred, as required by the Information Practices Act, other State laws, and any relevant regulations, policies, or procedures established by the Commission, and this Contract;

Agree to notify all individuals whose personal information was, or is reasonably believed to have been, acquired by an unauthorized person, as required by the Information Practices Act, other State laws, any relevant regulations, policies, or procedures established by the Commission; and this contract.

7-C IMPLEMENT PROGRAM MODIFICATIONS

C. Implement Program Modifications

The JU project representative or designee and the CPUC or designee will discuss with the Contractor the scope and deliverables of any changes requested by the JU. All work performed must be reviewed and approved by the JU project representative or designee and the CPUC or designee. Services may include:

- Integration of new or amended legislative requirements.
- Changes to the reciprocity of the CAV process.

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7-D ADHERE TO TIMEFRAMES

- D-1) General
- D-2) Verifications
- D-3) Information Requests

D. Adhere to Timeframes

D-1) General

- a. The Clearinghouse must be operational within four weeks of contract award.
- b. The Contractor will enter or update information in the Clearinghouse system within one day of notification or determination of any change to applicant or supplier information or status.

D-2) Verifications

The Contractor shall make or recommend eligibility determinations as described under Verify Suppliers within:

- 1. 60 days of receipt of a protest or VAP, CAV or RAP requiring a site visit.
- 2. 30 days of receipt of a complete VAP or RAP, or Commission request to review a CAV.
- 3. 3 business days of receipt of a routine CAV.

At the time that the Contractor provides its respective invoices to the Utilities, the Contractor shall provide each Utility a status report regarding compliance with this Section D-2.

D-3) Information Requests

- a. The Contractor will respond within one business day to:
 - 1. Requests from applicants for assistance with the application process.
 - 2. Messages left on the Clearinghouse voicemail system.
- b. Upon receipt of a request from the JU project representative or designee, or the CPUC or designee, for informational literature, the Contractor will complete within:
 - 1. 15 working days, original works.
 - 2. 5 working days, substantive modifications.
 - 3. 1 working day, nonsubstantive modifications.

BUDGET DETAIL AND PAYMENT PROVISIONS

The billing rates below serve as the basis for the Contractor to bill the Utilities for the Services over a twelve (12) month period.

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Deliverable	Unit Price
New application (VAP)	\$616.00
Comparable Agency (CAV)	\$50.00
Reverification (RAP)	\$490.00
Program Modifications	\$50.00

Travel and Other Expenses

The Utilities will reimburse Contractor for reasonable travel expenses incurred in the performance of this Statement of Work Agreement. All travel expenses and any costs beyond those relating to the billings rates described above must be authorized in writing in advance by the Joint Utilities project representative.

Additional services

Additional services may be added to this Statement of Work as agreed by the parties.